

Exhibit #1 - “3.13.2016 Letter to GC Dianne Brandi”

ARENDSSEN CANE MOLNAR LLP

CIVIL LITIGATION | CORPORATE | ENTERTAINMENT | CRIMINAL DEFENSE

March 16, 2016

SENT VIA EMAIL, FAX AND FEDERAL EXPRESS

Fox News Network LLC
1211 Avenue of the Americas
New York, NY 10036
Attention: Dianne Brandi, Esq.
EVP, Business & Legal Affairs

Re: Andrea Tantaros

Dear Dianne:

I am sending this letter in follow-up to our conversation yesterday to memorialize the various items we discussed and those matters which have been previously reported to you and other senior executives at the Fox News Channel ("FNC"), as follows:

1. Personal/Studio B Safety. We have communicated concerns to you about Andrea's personal safety in light of the "tweets" we presented yesterday and which Andrea believes came from one of her colleagues and which she considers personally threatening to her, as well as, unauthorized people accessing Studio B during live taping and without prior notice to Andrea or Jay Soroko, Outnumbered's senior producer.

Concerning the former issue, while we respect that you have investigated this matter and do not believe that the tweets came from the colleague we have identified, nor that they should be considered threatening in any way, we most heartily and most seriously disagree with your conclusions, and encourage you to take all steps reasonably necessary to investigate this matter and not to summarily dismiss Andrea's articulated concerns. As I mentioned, we certainly did not raise these concerns haphazardly or emotionally. In fact, to the contrary, we only raised them after having conducted certain consultations and investigations on our own. In this regard, among other things, we have had former USG (SME) assets, as well as former NYPD, evaluate this matter and ALL concur that the communications referenced in the tweets which we presented pose a VERY REAL AND ACTIVE THREAT to Andrea.

Further, we caution you against insinuating, as I believe you did yesterday, that our complaints were emotionally-driven. To be clear, we strongly advise you and your colleagues at FNC against

responding to the issue raised by positioning the discussion in a way that seeks to deflect the seriousness of the concern raised, or attempt to marginalize Andrea's credibility within the Fox organization or in the public sphere (including generating negative media that may be damaging to her reputation and/or credibility). We suggest that you speak with Eric Bolling, Jay Soroko, Melissa Francis, Jill VanWhy and Dr. Keith Ablow, in particular, about a history of erratic and troubling behavior which her colleague has demonstrated over the course of the last two years, as well as similar complaints which we know have been made by other FNC personnel (including Andrea as recently as February 29th to Jill VanWhy).

Concerning the studio security issue, as mentioned, a group of people accessed Studio D during a live show Monday without prior notice to Andrea and without prior approval from Jay Soroko. It is our understanding that Studio D is to be closed during live taping, except with respect to guests on "Outnumbered" or viewers whom Jay has cleared in advance and with the talent.

2. Inappropriate Male Behavior at Fox. As mentioned, Andrea had a meeting scheduled tomorrow, March 17, 2016 at 1:30pm EST with Suzanne Scott to discuss the various issues Andrea has raised regarding the inappropriate work environment at Fox. As I mentioned to you, Andrea formally communicated various concerns in this regard (including Ben Collins, John Roberts, Senator Scott Brown and B.O.) in a meeting with Suzanne and Denise Collins, on February 19, 2016. When Suzanne and Denise failed to timely respond to Andrea's concerns about this permissive climate of inappropriate male behavior at Fox, Andrea followed up with an email to Suzanne and Denise Collins about the matter. We find it extremely suspect that neither Suzanne, nor Denise, sought to elicit specifics from Andrea about the behavior at issue (some of which I shared with you during our call), or that Suzanne wouldn't have relayed these communications to you about B.O. Since that meeting has been cancelled by Suzanne as of this afternoon, I would suggest rescheduling a meeting with both you, Suzanne and Andrea, and I will participate, as well. I think this will provide Andrea with additional comfort and ensure that we are able to cover several issues at that time.

You mentioned that until this matter has been formally investigated that you do want Andrea to appear on "The Factor." We consider any material adjustments to her on-air scheduling or other promotion as potentially both damaging to her brand and retaliatory, and we would strongly encourage you to refrain from such conduct.

3. Media Relations. As we discussed yesterday, and as she previously discussed in person with you, Bill Shine and Suzanne Scott numerous times since April of 2015, Andrea is extremely concerned about treatment she has been receiving from the Fox Media Relations team. In particular, she does not feel that Media Relations has (i) been responsive to her requests for assistance in handling negative press, (ii) properly addressed negative media and commentary concerning Andrea, (iii) taken reasonable steps to promote Andrea and enhance her brand and (iv) fielded and/or handled third-party inquiries concerning media requests, appearances, speeches, events and other events concerning Andrea in a timely fashion, nor has Media Relations relayed all requests to her. You suggested to me yesterday that Andrea should sit down with Irena

Briganti. To be clear, Andrea is always willing and able to meet with management and media relations. In light of the circumstances, it may be beneficial to ensure that her concerns are thoroughly addressed to expand those who might participate in the meeting to others, including you and me, as well as other appropriate persons, if any.

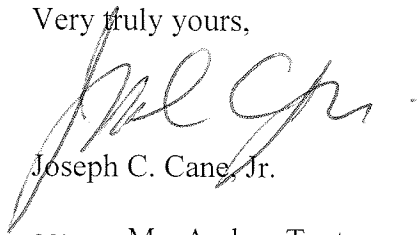
4. Book. Yesterday you requested that I provide you with a copy of Andrea's book prior to its release so that you could read it to ensure that it does not contain "anything which might be damaging to FNC." Further, you specifically stated that you read books by all of Fox's talent prior to such releases so that you "know what is coming and how to address it." As I mentioned to you yesterday and in our prior conversations, we believe we have carefully complied with all of Andrea's contractual obligations regarding the release of her book, in particular, as it relates to cover-art and the manuscript, and do not feel we are contractually obligated to do anything further. Notwithstanding, in an effort to accommodate your request, Andrea reached out to Harper Collins earlier today to obtain a copy of her book, but was advised that the final print version was not yet available. Accordingly, we will furnish you with a copy upon receipt of the same from Harper Collins.

5. Dana Perino Matter. During our prior conversation and yesterday, we discussed your allegation that certain language contained in a tweet Andrea made several weeks ago concerning people 'who have been on the payroll of political dynasties' was derogatory and aimed at Dana Perino. As I mentioned yesterday, this tweet was not directed at Dana. It was meant to address the commentary of former Bush consultant, Stuart Stevens, who is not a Fox employee. Andrea believes she has and continues to have an excellent relationship with Dana and would never engage in any conduct aimed at intentionally undermining one of her colleagues. She conveyed this to Dana, as well in person and Dana apologized for the error in judgment. We take issue with anyone at Fox drawing a contrary, baseless assumption with respect to that fact or with respect to the overall accuracy of the content of the tweet without substantiation.

In sum and so there is no confusion in any regard, as I stated yesterday, Andrea is very committed to her job, she is very committed to Fox and she is not looking to "piss in the tent" (to use your words). She also feels, as you have reiterated to me and to her prior agent, Babette Perry, that Andrea is doing an excellent job, which is further reflected by the outstanding, record setting ratings and continued, expanding viewership of Outnumbered. That said, Andrea feels that the few concerns that she has raised (as outlined above) over the last year have been met with extreme skepticism or have been ignored altogether, some of them for months. We do not feel this is right under any circumstances, let alone, with respect to Andrea and her consistent, solid performance which we believe is a critical driver of Outnumbered's success and ratings, which from a financial standpoint significantly benefits FNC. Andrea has also maintained her "team player" attitude and has not taken any action against Fox for being in contractual breach of provision 3.3 (shared assistant) of her current contract for a period of 19 months.

Accordingly, I hope that we can work together to ensure that these matters are promptly and properly addressed without further delay. To this end, feel free to reach me at any time at (310) 489-7793.

Very truly yours,

A handwritten signature in black ink, appearing to read "Joe Cane", written over the typed name.

Joseph C. Cane, Jr.

cc: Ms. Andrea Tantaros